

CT CORPORATION SYSTEM

832631

April 16, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/21/97--01163--007
*****35.00 *****35.00

Re: *PSG Professional Services Group, Inc.*
Order #: 840964

Counsel: Professional Services Group, Inc.

Gentlemen:

As requested by counsel, we enclose for filing Change of Registered Agent on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office via regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-324-0754.

Very truly yours,


Kelly D. Thachac
Customer Specialist

KDT

Enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR 21 AM 10:42

KIP change
APR 28 1997

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Minnesota submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: PSG Professional Services Group, Inc.

1b. Date of incorporation 12/1/44 Document number _____

2. The name and address of the current registered agent and office:

Prentice Hall Corporation System, Inc.

1201 Hays Street Tallahassee, Florida 32301


3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

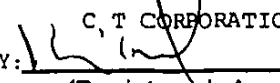
The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.


SIGNATURE
February 15, 1997
DATE

David L. McEwing, Vice President/Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C, T CORPORATION SYSTEM
SIGNATURE BY:  Kirk Hood
(Registered Agent) Asst. Secretary
DATE January 20, 1997

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314